

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**


IN RE:	§	(Chapter 11)
	§	
NORTHWESTERN CORPORATION,	§	Case No. 03-12872 (CGC)
	§	
DEBTOR.	§	Re: Docket No. 1789

**NOTICE OF WITHDRAWAL OF THE OBJECTION OF INDENTURE TRUSTEE TO
CONFIRMATION OF THE DEBTOR'S FIRST AMENDED PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
(DOCKET NO. 1789)**

PLEASE TAKE NOTICE that in accordance with the Term Sheet for Second Amended Plan of Reorganization, signed on August 20, 2004 (the "Term Sheet"), Wilmington Trust Company as Indenture Trustee hereby withdraws the Objection Of Indenture Trustee to Confirmation of the Debtor's First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. 1789). Pursuant to the Term Sheet, this withdrawal is without prejudice, but shall be deemed with prejudice upon the Effective Date of the Second Amended Plan of Reorganization.

Dated: August 25, 2004

RICHARDS LAYTON & FINGER, PA

By: 
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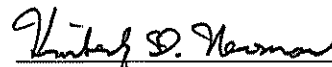
and

**KRAMER LEVIN NAFTALIS & FRANKEL
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Attorneys for Wilmington Trust Company as
Indenture Trustee

CERTIFICATE OF SERVICE

I, Kimberly D. Newmarch, hereby certify that on August 25, 2004, I caused copies of the **Notice of Withdrawal of the Objection of Indenture Trustee to Confirmation of Debtor's First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. 1789)** to be served upon the parties on the attached service list and in the manner indicated:



Kimberly D. Newmarch (DE 4340)

In re: Northwestern Corporaiton
Case No.: 03-12872 (CGC)
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